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Special Counsel to Debtors

**Hearing Date:** October 19, 2006  
10:00 a.m.  
(Prevailing Eastern Time)  
**Response Deadline:** October 12, 2006  
4:00 p.m.  
(Prevailing Eastern Time)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE: : Chapter 11  
DELPHI CORPORATION, *et al.* : Case No. 05-44481 (RDD)  
Debtors : (Jointly administered)

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**NOTICE OF SECOND INTERIM APPLICATION OF THOMPSON HINE LLP  
AS SPECIAL COUNSEL FOR DEBTORS FOR INTERIM  
COURT APPROVAL, ALLOWANCE AND PAYMENT OF COMPENSATION  
FOR SERVICES RENDERED AND EXPENSES ADVANCED  
FROM FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

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PLEASE TAKE NOTICE that on July 31, 2006, Thompson Hine LLP, Special Counsel to Debtors for intellectual property matters, filed its Second Interim Application seeking

compensation and reimbursement of expenses for the period commencing February 1, 2006 through and including May 31, 2006 (the "Second Application").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Second Application will be held on **October 19, 2006, at 10:00 a.m. (Prevailing Eastern Time)** (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Second Application (a) must be in writing; (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§330 and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Guidelines"); (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended); registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format); (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge; and (e) must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., Esq.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley, Esq.), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican, Esq.), (v) counsel for the Official

Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg, Esq.), (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard, Esq.), and (vii) counsel for Thompson Hine LLP, 10 West 2nd Street, 2000 Courthouse Plaza, N.E., Dayton, Ohio 45402 (Att'n: Lawrence T. Burick, Esq.), so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on October 12, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court at the Hearing will only consider those objections made as set forth herein and in accordance with the Amended Guidelines for fees and disbursements for professionals in Southern District of New York cases adopted on April 19, 1995 ("Guidelines"). If no objections to the Second Application are timely filed as of the Objection Deadline and served in accordance with the procedures set forth herein and in the Guidelines, the Bankruptcy Court may enter an order granting Thompson Hine's request for compensation for services rendered and reimbursement of expenses without further notice.

Dated: July 31, 2006

/s/ Robert T. Barnard

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